

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "UTC FUEL CELLS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "UTC FUEL CELLS, LLC" TO "UTC POWER CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 6:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2888666 8100V

061177662



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315644

DATE: 12-28-06

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "UTC POWER CORPORATION" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 6:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315644

DATE: 12-28-06

FROM CT WILMINGTON - TEAM 6
State of Delaware
Secretary of State
Division of Corporations
Delivered 06:56 PM 12/21/2006
FILED 06:56 PM 12/21/2006
SRV 061177662 - 2888666 FILE

(THU) 12:28:06 15:43 DT 15:42 NO. 4862777218 P 2

CERTIFICATE OF CONVERSION
OF
A LIMITED LIABILITY COMPANY TO A CORPORATION

(UTC Fuel Cells, LLC, a Delaware limited liability company, to
UTC Power Corporation, a Delaware corporation)

Under Section 265 of the Delaware General Corporation Law and Section 18-216 of the
Delaware Limited Liability Company Act:

It is hereby certified that:

1. The entity, a limited liability company organized under the laws of the State of Delaware, was formed on or about April 24 1998.
2. The name of the entity immediately prior to the filing of this Certificate of Conversion is "UTC Fuel Cells, LLC."
3. The name of the corporation as set forth in its Certificate of Incorporation filed concurrently with this Certificate of Conversion in the office of the Secretary of State of Delaware is "UTC Power Corporation."
4. This Certificate of Conversion shall become effective at 12:02 a.m. on January 1, 2007.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 21st day of December, 2006.

UTC FUEL CELLS, LLC

United Technologies Corporation,

Its Sole Member

By: 

Name: Debra A. Valentine
Authorized Person